

**EXHIBIT B**

**Declaration of Michael A. Shiner**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:  TALEN ENERGY SUPPLY, LLC <i>et al.</i> , <sup>1</sup>  Debtors.	§ § § § § § §	Chapter 11  Case No. 22-90054 (MI)  (Jointly Administered)
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**DECLARATION OF MICHAEL A. SHINER**

MICHAEL A. SHINER, under penalty of perjury, states:

1. I am a shareholder in the firm of Tucker Arensberg, P.C. (“Tucker Arensberg”), which maintains offices for the practice of law at 1500 One PPG Place, Pittsburgh, Pennsylvania 15222. I submit this Declaration pursuant to Federal Bankruptcy Rule 2014 in support of the *Application of The Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention of Tucker Arensberg, P.C. as Special Pennsylvania Counsel, Effective as of July 8, 2022* (the “Application”), filed contemporaneously herewith. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called a witness would testify competently thereto.<sup>2</sup>

**A. Tucker Arensberg’s Qualifications**

2. Tucker Arensberg is well qualified to serve as the Committee’s special Pennsylvania counsel in these chapter 11 cases. Tucker Arensberg employs close to 100 attorneys many of whom are admitted to practice before the various courts of jurisdictions throughout the

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<sup>1</sup> A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

<sup>2</sup> Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Tucker Arensberg and are based on information provided to me by them.

United States. Tucker Arensberg has diverse practice groups with expertise in virtually all areas of law that may be relevant in these cases, including, insolvency and creditors' rights, banking and financial services, real estate, and commercial litigation. Importantly, Tucker Arensberg has particular expertise in Pennsylvania law and has litigated numerous Pennsylvania state law cases to successful conclusions.

3. All attorneys who will work on this matter have read and are fully familiar with the Bankruptcy Code and the Bankruptcy Rules, and the Local Rules of this Court, and are sufficiently competent to handle all matters for which Tucker Arensberg is being retained.

**B. Services to be Provided by Tucker Arensberg**

4. The Committee is seeking to retain Tucker Arensberg to assist the Committee's other counsel with an investigation into certain liens and other property rights granted under Pennsylvania law in connection with various prepetition financing transactions. Subject to this Court's approval of the Application, Tucker Arensberg is ready and willing to render the necessary professional services as attorneys for the Committee.

**C. Disinterestedness of Tucker Arensberg**

5. Tucker Arensberg does not represent and will not represent, during the pendency of these cases, any entity, other than the Committee, in matters related to these cases.

6. To the best of my knowledge, information and belief, and other than as stated herein, the shareholders and associates of Tucker Arensberg do not have any connection with the Debtors, their known creditors, or other known parties in interest, the United States Trustee, or any person employed in the office of the United States Trustee, any United States District Judge or United States Bankruptcy Judge for the Southern District of Texas, the Clerk of this Court, or any person employed by the office of the Clerk of this Court.

7. In connection with its retention by the Committee, Tucker Arensberg has conducted a conflicts check by searching its client database to determine whether it had any relationships with (i) each party listed on the Potential Parties in Interest List supplied by Debtors' counsel (the "Debtors' Interested Party List") and (ii) all other known or potential parties in interest based upon information provided to Tucker Arensberg by the Debtors or that was otherwise publicly available. A list of the types of entities contained in the Debtor's Interested Parties List is attached hereto as **Annex 1** and incorporated herein by reference.<sup>3</sup>

8. To the extent that such searches indicated that Tucker Arensberg (or any of its shareholders or employees) has or had a relationship with any of such entities within the last three years, the identity of such entity and Tucker Arensberg's relationship therewith are set forth on **Annex 2** attached hereto and incorporated herein by reference.

9. A conflicts search was also conducted with respect to all members of the Committee. To the extent such searches indicated that Tucker Arensberg has or had a relationship with any Committee member within the last three years, the identify of such Committee member and Tucker Arensberg's relationship therewith is also set forth on Annex 2.

10. Except as set forth on Annex 2, to the best of my knowledge, Tucker Arensberg has not represented any of the entities set forth on Annex 1 during the three-year period prior to the date hereof.

11. Tucker Arensberg currently represents eleven parties, as listed on Annex 2, that are Retail Contract Counterparties. With the exception of T S K Partners, Inc., Tucker Arensberg does

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<sup>3</sup> Given the length of the Debtors' Interested Party List, **Annex 1** contains a list of the types of entities that may have contacts with the Debtors is referenced on **Exhibit 1** to the declaration of Matthew S. Barr filed in support of the *Application of Debtors for Authority to Retain and Employ Weil, Gotschal & Manges LLP as Attorneys for the Debtors Effective as of the Petition Date* [ECF No. 245]. Additional details of the parties included in such list will be provided upon request.

not represent any of these entities in connection with these cases. As to T S K Partners, Inc., Tucker Arensberg represents its affiliate Ellwood Group, Inc (“Ellwood”). While Ellwood intends to file a proof of claim in these Chapter 11 Cases, Tucker Arensberg will not be preparing and/or filling such claim on Ellwood’s behalf. Besides filing its proof of claim in the normal course, Ellwood is not taking any action with respect to its rejected contract, and Ellwood has agreed to waive any conflict, should a conflict exist, with respect to Tucker Arensberg’s representation as special Pennsylvania counsel to the Committee.

12. Additionally, Tucker Arensberg has requested disclosure by all of its partners and employees to the best of their knowledge, of any claims held against, or equity interest in, any of the Debtors or their non-Debtor affiliates, whether any of them is or was a director, officer, or general partner of the Debtors or a relative of a director, officer, or general partner of the Debtors. To the best of my knowledge, based on this inquiry, no such connection exists.

13. Tucker Arensberg also made a general inquiry of all partners and employees of the firm requesting disclosure of any relationship with (a) any Bankruptcy Judge or District Judge for the Southern District of Texas; (b) anyone employed by the Office of the Clerk of the Bankruptcy Court for the Southern District of Texas; or (c) any attorney or staff in the office of the U.S. Trustee. To the best of my knowledge, no attorney or employee at Tucker Arensberg is related to any of the foregoing. Thus, the employment of Tucker Arensberg is not prohibited by or improper under Bankruptcy Rule 5002.

14. The Debtors have numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, Tucker Arensberg is unable to state with certainty which of its clients or such clients’ affiliates hold claims or otherwise are parties in interest in these

cases. Tucker Arensberg (i) is carrying on further inquiries with respect to potential connections and (ii) will continue monitoring its database with respect to any new clients. If Tucker Arensberg discovers any new information that is contrary or pertinent to the statements made herein, Tucker Arensberg will promptly disclose such information to the Court, with notice to the U.S. Trustee and such other parties in interest as may be required under noticing procedures applicable to these cases.

**D. Compensation of Tucker Arensberg**

15. Tucker Arensberg seeks to be compensated on an hourly basis and to receive reimbursement of actual and necessary expenses incurred in connection with its representation of the Committee in these chapter 11 cases. Tucker Arensberg intends to apply to the Court for allowance of compensation and reimbursement of expenses in these chapter 11 cases in accordance with §§ 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Western District of Pennsylvania, and any other related orders or procedures that may be fixed by the Court.

16. Subject to the Court's approval, Tucker Arensberg expects to be compensated for its services to the Committee at its standard hourly rates, which are based on each professional's level of experience. At present, the standard hourly rates charged by Tucker Arensberg range from \$350 to \$1,100 for partners, \$240 to \$340 for senior counsel and associates, and \$105 to \$225 for paralegals. The hourly rates set forth above are the firm's standard hourly rates for work of this nature.

17. Tucker Arensberg has agreed to accept as compensation such sums as may be allowed by the Court on the basis of: (i) the professional time spent; (ii) the rates charged for such services; (iii) the necessity of such services to the protection of the interests of the Committee; (iv)

the reasonableness of the time within which the services were performed in relation to the results achieved.

18. Other than as set forth above, no arrangement is proposed between the Committee and Tucker Arensberg for compensation to be paid in these cases. Tucker Arensberg has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under § 504(b)(1) of the Bankruptcy Code.

**E. Statement Regarding U.S. Trustee Guidelines**

19. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

**Response:** No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Response:** Tucker Arensberg did not represent the Committee prior to the commencement of these chapter 11 cases.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

**Response:** Tucker Arensberg anticipates its fees will be governed by the Debtor in Possession Financing Order and any budgets approved in these Chapter 11 Cases. The Committee and its professionals, including Tucker Arensberg, reserve all rights to see approval of all Committee professional fees.

20. Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 27, 2022

Respectfully submitted,

TUCKER ARENSBERG, P.C.

By: /s/Michael A. Shiner  
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*Proposed Special Pennsylvania Counsel for the  
Official Committee of Unsecured Creditor*



**ANNEX 1**

**Interested Parties List**

Debtors/Affiliates  
Debtors' Trade Names and Aliases (up to 8 years) (a/k/a, f/k/a, d/b/a)  
Administrative Agents  
Debt Holders/Note Holders/Lenders  
Banks  
Bankruptcy Judges and Staff (for the Southern District of Texas)  
Benefit Providers (Workers Compensation/Pension Plans/Third Party Administrators)  
Clerk of the Court  
Contract Counterparties  
Current Officers and Directors  
Affiliations of Current Officers and Directors  
Debtors Professionals (law firms, accountants and other professionals)  
Former Officers and Directors  
Insurance/Insurance Provider/Surety Bonds  
ISDA/NAESB/Hedging Parties  
Joint Venture Partners  
Landlords and parties to leases  
List of the Creditors Holding the Top 30 Largest Unsecured Claims (Excluding Insiders)  
Litigation Counterparties/Litigation Pending Lawsuits – includes threatened litigation  
Members of Any Ad Hoc Committee and Professionals  
Non-Debtors Professionals (law firms, accountants, and other professionals)  
Ordinary Course Professionals  
Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit)  
Other Significant Creditors  
Parties to Material Contracts with the Debtors (>\$1 Million in value remaining)  
Regulatory and Governmental Agencies (Federal, State, and Local)  
Significant Customers  
Significant Shareholders (more than 5% of equity)  
Taxing Authorities (Federal, State, and Local; trust fund, use property, franchise, sales)  
UCC Lien Parties (Search Results/UCC Lien Search Results)  
Unions  
U.S. Attorney's Office (for the Southern District of Texas)  
United States Trustee and Staff (for the Southern District of Texas)  
Utility Providers/Utility Brokers  
Vendors

**ANNEX 2**

**Connections to Potential Parties in Interest**

**Connections to Potential Parties in Interest**

<b>Party Name<sup>1</sup></b>	<b>Relationship to Debtors<sup>2</sup></b>	<b>Relationship to Tucker Arensberg<sup>3</sup></b>
Bank of America, N.A.	Banks Debt/Note Holders/Lenders	Current client on a matter unrelated to the Debtors or these cases
The Bank of New York Mellon The Bank of New York Mellon Trust Company, N.A. The Bank of New York Mellon Corp. BNYMellon	Banks Debt/Note Holders/Lenders Retail Contract Counterparties Vendors	Current client on a matter unrelated to the Debtors or these cases
Consol Energy Inc. DBA Consol Pennsylvania Coal Company, LLC	Retail Contract Counterparties Vendors	Current client on a matter unrelated to the Debtors or these cases
Dauphin County	Retail Contract Counterparties	Current client on a matter unrelated to the Debtors or these cases

<sup>1</sup> Where a party and the Debtors have multiple relationships, such parties are listed under each applicable category in the Debtors' Interested Party List. However, many entries with only minor differences appear to be referring to the same party. In such instances, alternate party names are listed herein.

<sup>2</sup> This column lists the relationship(s) between the party and the Debtors as reported on the Debtors' Interested Party List.

<sup>3</sup> A "current client" is an entity for which there are, as of the date hereof, active matters on which Tucker Arensberg is engaged; a "former client" is an entity for which there are no active matters as of the date hereof, but there may in the future be active matters. Use of the word "potential" before such designations signifies entities for which Tucker Arensberg was unable to determine whether any name similarities were a coincidence or whether the party in interest is related to a client in Tucker Arensberg's databases. Tucker Arensberg does not represent any "potential" clients in matters related to the Debtors or these cases. Please note that the identification of a party in interest herein is not an admission of a conflict, disabling or otherwise.

Party Name <sup>1</sup>	Relationship to Debtors <sup>2</sup>	Relationship to Tucker Arensberg <sup>3</sup>
Derry Township (PA)	Taxing Authority/ Governmental/Regulatory Agencies Retail Contract Counterparties Vendors	Current client on a matter unrelated to the Debtors or these cases
Guardian Elder Care at Kingston, LLC Guardian Elder Care at Nanticoke II, LLC Guardian Healthcare Home Office I, LLC DBA Guardian Elder Care Nanticoke, LLC	Retail Contract Counterparties	Provides arbitration services for disputes between Guardian and its residents.
KeyBank, N.A.	Debt/Note Holders/Lenders	Current client on a matter unrelated to the Debtors or these cases
Keystone Powdered Metal Company	Retail Contract Counterparties	Current client on a matter unrelated to the Debtors or these cases
M&T Bank Corporation	Banks	Former client on a matter unrelated to the Debtors or these cases
Northwest Bank	Retail Contract Counterparties	Current client on a matter unrelated to the Debtors or these cases
Oakmont Water Authority	Retail Contract Counterparties	Current client on a matter unrelated to the Debtors or these cases
Talen Energy Corporation, successor by merger to PPL Energy & PPL Generation	Debtors	Former client on matter that concluded in 2018.
Presbyterian Senior Living	Retail Contract Counterparties	Current client on a matter unrelated to the Debtors or these cases
Sugar Creek Rest, Inc.	Retail Contract Counterparties	Current client on a matter unrelated to the Debtors or these cases

<b>Party Name<sup>1</sup></b>	<b>Relationship to Debtors<sup>2</sup></b>	<b>Relationship to Tucker Arensberg<sup>3</sup></b>
Sumitomo Mitsui Banking Corporation	Debt/Note Holders/Lenders	Affiliate of a current client on a matter unrelated
Tenaska Marketing Ventures Tenaska Power Services Co	ISDA/NAESB/Hedging Parties Vendors	Affiliate to current client on a matter unrelated to the Debtors or these cases
Thermo Fisher Scientific, LLC	Vendors	Current client on a matter unrelated to the Debtors or these cases
T S K Partners, Inc.	Retail Contract Counterparties	Affiliate of a current client on a matter unrelated to the Debtors or these cases. Current client and affiliate agree to waive any conflict.
Wilmington Trust	Administrative Agents Vendors	Current client on a matter unrelated to the Debtors or these cases